

Berman Ann E
 Form 4
 February 10, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Berman Ann E

(Last) (First) (Middle)

THE EATON VANCE
 BUILDING, 255 STATE STREET

(Street)

BOSTON, MA 021092617

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 EATON VANCE CORP [EV]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/09/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Eaton Vance Corp. Non-voting Common Stock | | | | | 3,000 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Phantom Stock | (1) | | | | | 11/03/2010(1) | 11/03/2010(1) | Eaton Vance Corp. Non-voting Common Stock | 18 (2) |
| Option (right to buy) | \$ 28.37 | | | | | (3) | 01/11/2016 | Eaton Vance Corp. Non-voting Common Stock | 8,500 |
| Option (right to buy) | \$ 30.11 | | | | | 11/01/2006 | 11/01/2016 | Eaton Vance Corp. Non-voting Common Stock | 8,000 |
| Option (right to buy) | \$ 48.39 | | | | | 11/01/2007 | 11/01/2017 | Eaton Vance Corp. Non-voting Common Stock | 6,700 |
| Option (right to buy) | \$ 21.99 | | | | | 11/03/2008 | 11/03/2018 | Eaton Vance Corp. Non-voting Common Stock | 5,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Berman Ann E THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 021092617 | X | | | |

Signatures

By: Katie McManus, Attorney
in Fact

02/09/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of Phantom Stock is the economic equivalent of one share of non-voting common stock. The shares of Phantom Stock become payable in cash at the earlier of the second anniversary of the grant date or the date of the non-employee director's termination.

As dividends are paid with respect to Company Non-Voting Common Stock, a number of units of Phantom Stock with a current value
 - (2) equal to the amount of the dividend will be allocated to the account of each non-employee Director with respect to each unit of Phantom Stock Awarded at the time such dividends are paid to the stock holders of the Company.
 - (3) These options vest over a 4 year period at 25% per year.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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